

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
: **(Joint Administration Requested)**
Debtors.¹ :
-----X

AFFIDAVIT OF SERVICE

I, Rafael Stitt, depose and say that I am employed by Prime Clerk LLC ("**Prime Clerk**"), the proposed claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On October 15, 2018, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served (1) by the method set forth on the Master Service List attached hereto as **Exhibit A**, and the Banks Service List attached hereto as **Exhibit B**, and (2) via Email on the Lienholders Service List attached hereto as **Exhibit C**, and on the Unions Service List attached hereto as **Exhibit D**:

- Notice of Commencement of Chapter 11 Cases and Agenda for First Day Hearing [Docket No. 13]

[Remainder of page intentionally left blank]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Dated: October 15, 2018


Rafael Stitt

State of New York
County of New York

Subscribed and sworn to (or affirmed) before me on October 15, 2018, by Rafael Stitt, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

BENJAMIN JOSEPH STEELE
NOTARY PUBLIC-STATE OF NEW YORK
No. 02ST6290268
Qualified in New York County
My Commission Expires October 07, 2017

2021

Exhibit A

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Exhibit A
Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Top 20 Unsecured Creditor	Active Media Services Inc.	Attn.: President or General Counsel 1 Blue Hill Plaza Pearl River NY 10965	845-735-0717		Fax
Top 20 Unsecured Creditor	Apex Tool International LLC	Attn.: President or General Counsel 910 Ridgebrook Road, Suite 200 Spark MD 21152	800-234-0472	jessica.chang@apextoolgroup.com	Fax and Email
Counsel to Brixmor Property Group, Inc.; Counsel to Federal Realty Investment Trust	Ballard Spahr LLP	Attn: David L. Pollack, Esquire 52st Floor - Mellon Bank Center 1735 Market Street Philadelphia PA 19103	215-864-9473	pollack@ballardspahr.com	Fax and Email
Counsel to Brixmor Property Group, Inc.; Counsel to Federal Realty Investment Trust	Ballard Spahr LLP	Attn: Leslie C. Heilman, Esquire 919 N. Market Street - 11th Floor Wilmington DE 19801		heilmanl@ballardspahr.com	Email
BNY Midwest Trust Company, as [successor] trustee for the SRAC Unsecured PIK Notes dated as of March 20, 2018, and the SRAC Medium Term Notes dated as of October 1, 2002	BNY Midwest Trust Company	Attn: Mary A. Callahan, Vice President c/o The Bank of New York Mellon Trust Company 2 N. LaSalle Street, Suite 700 Chicago IL 60602	312-827-8546	mary.callahan@bnymellon.com	Fax and Email
Counsel to Brookfield Property REIT Inc.	Brookfield Property REIT Inc., as Agent	Attn: Kristen N. Pate 350 N. Orleans St. Suite 300 Chicago IL 60654-1607	312-442-6374	bk@brookfieldpropertyretail.com	Fax and Email
Top 20 Unsecured Creditor	Cardinal Health	Attn.: President or General Counsel 7000 Cardinal Place Dublin OH 43017		craig.morford@cardinalhealth.com	Email
Counsel to the Junior DIP, for JPP, LLC (i) as agent to the Second Lien Credit Facility, dated as of September 1, 2016 as (ii) lender under IP/Ground Lease Term Loan Facility, dated as of January 4, 2018, and the Sparrow Mezzanine Term Loan, dated as of April 20, 2018 as indenture trustee under that certain Second Lien Note dated as of October 12, 2010; and as JPP II LLC as lender to the Sparrow Mezzanine Term Loan dated as of April 20, 2018	Cleary, Gottlieb, Steen & Hamilton LLP	Attn: Sean A. O'Neal One Liberty Plaza New York NY 10006		soneal@cgsh.com	Email
Trustee for the SHC Unsecured Notes, the 6.625% Second Lien PIK Notes due 2019, and the 8% Unsecured Convertible PIK Toggle Notes due 2019 and as trustee for the Holdings Unsecured PIK Notes dated as of March 2018, and for the Holdings Unsecured Notes dated as of November 21, 2014	Computershare Trust Company, N.A.	Attn: General Counsel 480 Washington Boulevard Jersey City NJ 07310	201-680-4610		Fax
Agent for the 6 5/8% Senior Secured Convertible PIK Toggle Notes	Computershare Trust Company, N.A.	Attn.: Corporate Trust Dept. -SEARS 8742 Lucent Boulevard, Suite 225 Highlands Ranch CO 80129	303-262-0608	corporate.trust@computershare.com	Fax and Email
Counsel to Citibank, N.A., as administrative agent under that certain Stand-Alone L/C Facility, dated as of December 28, 2016	Davis Polk & Wardwell LLP	Attn: Marshall S. Huebner, Esq, Eli J. Vonnegut, Esq. 450 Lexington Avenue New York NY 10017	212-701-5099	marshall.huebner@davispolk.com eli.vonnegut@davispolk.com	Fax and Email
Top 20 Unsecured Creditor	Eastern Prime Textile Limited	Attn.: President or General Counsel Unit F10/F, King Win FTY Building No. 65-67 King Yip Street, Kwun Tong, Kowloon Hong Kong	852 27939353		Fax
Counsel to Washington Prime Group Inc.	Frost Brown Todd LLC	Attn: Ronald E. Gold & AJ Webb 3300 Great American Tower 301 East Fourth Street Cincinnati OH 45202	513-651-6981	rgold@fbtlaw.com awebb@fbtlaw.com	Fax and Email
Top 20 Unsecured Creditor	HK Greatstar Int'l Co. Ltd.	Attn.: President or General Counsel Rm 35, 4/F., Po Yip Building 23 Hing Yip Street, Kwun Tong, Kowloon Hong Kong	852 3585 6687	lf@greatstartools.com sears@greatstartools.com	Fax and Email
Top 5 Secured Creditor	Holdings Unsecured Notes (8.00%)	Attn.: President or General Counsel c/o Computershare Trust Company, N.A. 250 Royal Street Canton MA 02021	781-575-4210; 303-262-0608	corporate.trust@computershare.com	Fax and Email

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Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Top 5 Secured Creditor	Holdings Unsecured PIK Notes (8.00%)	Attn.: President or General Counsel c/o Computershare Trust Company, N.A. 250 Royal Street Canton MA 02021	781-575-4210; 303-262-0608	corporate.trust@computershare.com	Fax and Email
Counsel to UBS AG, as lender for the Sparrow Term Loan maturing 2019	Hunton Andrews Kurth LLP	Attn: Brett L. Gross 200 Park Avenue New York NY 10166		bgross@HuntonAK.com	Email
Top 20 Unsecured Creditor	Icon Health and Fitness Inc.	Attn.: President or General Counsel 1500 South 1000 West Logan UT 84321	435-750-5238	gt nexus@iconfitness.com	Fax and Email
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation 2970 Market Street Philadelphia PA 19104-5016	855-235-6787	Mimi.M.Wong@irs.counsel.treas.gov	Fax and Email
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346	855-235-6787	Mimi.M.Wong@irs.counsel.treas.gov	Fax and Email
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey 201 Varick St. Ste. 1006 New York NY 10014		richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov	Email
Top 20 Unsecured Creditor	Samsung Electronics America HA	Attn.: President or General Counsel 85 Challenger Road, 7th Floor Ridgefield Park NJ 07660	201-229-4029	jhaughton@sea.samsung.com	Fax and Email
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F Street, NE Washington DC 20549		secbankruptcy@sec.gov NYROBankruptcy@sec.gov	Email
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022		bankruptcynticeschr@sec.gov	Email
Counsel to Simon Property Group, L.P.	Simon Property Group, L.P.	Attn: Ronald M. Tucker, Esq. 225 West Washington Street Indianapolis IN 46204	317-263-7901	rtucker@simon.com	Fax and Email
Counsel to the Senior DIP, and Bank of America, N.A., as agent under the First Lien Credit Facility, dated as of July 21, 2015	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq 155 N. Wacker Drive Chicago IL 60606	917-777-3260; 917-777-3882	paul.leake@skadden.com shana.elberg@skadden.com	Fax and Email
Top 5 Secured Creditor	SRAC Medium Term Notes	Attn.: President or General Counsel c/o BNY Midwest Trust Company 101 Barclay St., Floor 8W New York NY 10286		mary.callahan@bnymellon.com	Email
Top 20 Unsecured Creditor	SRAC Unsecured PIK Notes	Attn.: President or General Counsel c/o BNY Midwest Trust Company 101 Barclay Street, Floor 8W New York NY 10286		mary.callahan@bnymellon.com	Email
Trustee for the SRAC Unsecured Notes dated May 15, 1995	The Chase Manhattan Bank, N.A.	Attn: Mary A. Callahan, Vice President c/o The Bank of New York Mellon Trust Company 2 N. LaSalle Street, Suite 700 Chicago IL 60602	312-827-8546	mary.callahan@bnymellon.com	Fax and Email
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation	Attn.: Office of the Chief Counsel 1200 K Street, N.W., Suite 300 Washington DC 20005	202-326-4114		Fax
Indenture trustee for the KCD IP Asset Backed Notes	U.S. Bank National Association	Attn: Jose A Galarza, Vice President, Global Structured Finance 190 S. LaSalle Street, 3rd Floor MS: MK-IL-SL7M Chicago IL 60603		jose.galarza@usbank.com	Email

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Exhibit A
Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
United States Attorney's Office for the Southern District of New York	US Attorney for Southern District of New York	Attn: Bankruptcy Division 86 Chambers Street 3rd Floor New York NY 10007	212-637-2685	David.Jones6@usdoj.gov Jeffrey.Oestericher@usdoj.gov Joseph.Cordaro@usdoj.gov Carina.Schoenberger@usdoj.gov Lawrence.Fogelman@usdoj.gov Peter.Aronoff@usdoj.gov Linda.Riffkin@usdoj.gov	Fax and Email
Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh 767 Fifth Avenue New York NY 10153	212-310-8007	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com	Fax and Email
Top 20 Unsecured Creditor	Whirlpool Corporation	Attn.: President or General Counsel 2000 North M-63 Benton Harbor MI 49022	269-923-3722	Kristen.Hewitt@whirlpoolcorp.com	Fax and Email
Top 20 Unsecured Creditor	Winners Industry Company Limited	Attn.: President or General Counsel Unit A, Wah Lung Building 49-53 Wang Lung Street, Tsuen wan, New Territories Hong Kong	86 769 83213177		Fax

Exhibit B

Exhibit B4

Banks Service List
Served as set forth below

Name	Fax	Email	Method of Service
Banco Popular		Helga.Marcano@popular.com	Email
Bank Leumi	(972) 76-895-8656		Fax
Bank of America		judith.c.taylor@baml.com	Email
Bank of China	(86) 010-66016871		Fax
Bank Of Oklahoma		Pjohnson@bokf.com	Email
BB&T Bank		Bblomeke@BBandT.com	Email
Capital One Bank		Gina.Monette@capitalone.com	Email
Cherokee State Bank	(712) 225-3848		Fax
Citibank	(605) 330-6701		Fax
Citizens Bank		Christine.Scott@citizensbank.com	Email
Community Bank NA	(315) 449-0659		Fax
Community First Bank	(608) 356-7941		Fax
First Bank and Trust Company	(276) 889-4625		Fax
First Hawaiian Bank		tnitta@fhb.com	Email
First National Bank Oelwein	(319) 283-2529		Fax
First National Bank of Grayson	(606) 474-6626	info@fnbgrayson.com	Fax and Email
First National Bank of Pierre	(605) 945-3914		Fax
First Security Bank	(501) 279-3455		Fax
First Security Bank and Trust Company	(405) 424-0622	info@fsbokc.com	Fax and Email
First State Bank	(601) 735-0231		Fax
First Tennessee		BBMelby@firsttennessee.com	Email
Houghton State Bank	(712) 623-4512		Fax
Huntington National Bank		Tara.Aldea@huntington.com	Email
Key Bank		jeva@key.com	Email
National Bank and Trust Company of Norwich	(607) 336-7538		Fax
PNC Bank		Michael.Byrne@pnc.com	Email
Regions Bank		Louis.Alexander@regions.com	Email
Standard Bank Ltd. Mauritius	(230) 402-5050	clientservices@standardbank.mu	Fax and Email
Union Bank		rbartha@us.mufig.jp	Email
United Missouri Bank		Blake.Smith@UMB.com	Email
US Bank		Genie.McGuire@usbank.com	Email
Wells Fargo Bank		John.Runger@wellsfargo.com	Email
Western State Bank	(701) 662-6135		Fax

Exhibit C

Exhibit C

Lienholders Service List

Served via Email

Name	Email
APS Express, Inc.	cstokley@palterlaw.com
APS Express, Inc.	jcrewse@crewselawfinn.com
APS Express, Inc.	jfigliulo@fslegal.com
APS Express, Inc.	michael.hayes@huschblackwell.com
APS Express, Inc.	nberger@gcklegal.com
APS Express, Inc.	nmartinez@palterlaw.com
APS Express, Inc.	twarman@fslegal.com
Brian Van Vooren	adam@gregcolemanlaw.com
Brian Van Vooren	adw@wexlerwallace.com
Brian Van Vooren	akeller@dlcfirm.com
Brian Van Vooren	aprom@dlcfirm.com
Brian Van Vooren	eaw@wexlerwallace.com
Brian Van Vooren	greg@gregcolemanlaw.com
Brian Van Vooren	josterwise@bm.net
Brian Van Vooren	lisa@gregcolemanlaw.com
Brian Van Vooren	mfantini@bm.net
Brian Van Vooren	scarson@bm.net
COA, Inc. represented by James D. Benak a California corporation doing business as Coaster Company of America	jbenak@tetzlafflegal.com
Darryl Moore, individually and on behalf of all others similarly situated	aschmidlin@msiegellaw.com
Darryl Moore, individually and on behalf of all others similarly situated	bmanewith@msiegellaw.com
Darryl Moore, individually and on behalf of all others similarly situated	msiegel@msiegellaw.com
Darryl Moore, individually and on behalf of all others similarly situated	osavytska@llrlaw.com

Exhibit C

Lienholders Service List

Served via Email

Name	Email
Katie Smith, individually and on behalf of all others similarly situated	adam@gregcolemanlaw.com
Katie Smith, individually and on behalf of all others similarly situated	adw@wexlerwallace.com
Katie Smith, individually and on behalf of all others similarly situated	akeller@dlcfirm.com
Katie Smith, individually and on behalf of all others similarly situated	aprom@dlcfirm.com
Katie Smith, individually and on behalf of all others similarly situated	eaw@wexlerwallace.com
Katie Smith, individually and on behalf of all others similarly situated	greg@gregcolemanlaw.com
Katie Smith, individually and on behalf of all others similarly situated	josterwise@bm.net
Katie Smith, individually and on behalf of all others similarly situated	lisa@gregcolemanlaw.com
Katie Smith, individually and on behalf of all others similarly situated	mfantini@bm.net
Katie Smith, individually and on behalf of all others similarly situated	scarson@bm.net
Mary E. Rood	akeller@dlcfirm.com
Mary E. Rood	aprom@dlcfirm.com
Mary E. Rood	eaw@wexlerwallace.com
Mary E. Rood	greg@gregcolemanlaw.com
Mary E. Rood	josterwise@bm.net
Mary E. Rood	mfantini@bm.net
Mary E. Rood	scarson@bm.net
Rebecca Rysewyk	adam@gregcolemanlaw.com
Rebecca Rysewyk	adw@wexlerwallace.com

Exhibit C

Lienholders Service List

Served via Email

Name	Email
Rebecca Rysewyk	akeller@dlcfirm.com
Rebecca Rysewyk	aprom@dlcfirm.com
Rebecca Rysewyk	eaw@wexlerwallace.com
Rebecca Rysewyk	greg@gregcolemanlaw.com
Rebecca Rysewyk	josterwise@bm.net
Rebecca Rysewyk	lisa@gregcolemanlaw.com
Rebecca Rysewyk	mfantini@bm.net
Rebecca Rysewyk	scarson@bm.net
Timothy Johnson, individually and on behalf of all others similarly situated	aschmidlin@msiegellaw.com
Timothy Johnson, individually and on behalf of all others similarly situated	bmanewith@msiegellaw.com
Timothy Johnson, individually and on behalf of all others similarly situated	hlichten@llrlaw.com
Timothy Johnson, individually and on behalf of all others similarly situated	msiegel@msiegellaw.com
Timothy Johnson, individually and on behalf of all others similarly situated	osavytska@llrlaw.com

Exhibit D

Exhibit D

Unions Service List

Served via Email

Name	Notice Name	Email
IBEW Local 8	Attn: Eric Grossweiler	egross@ibew8.org
IBT 150	Attn: Marty Crandall	mwcibt150@gmail.com
IBT 174	Attn: Pete Lamb	PLamb@teamsters174.org
IBT 174	Attn: Pete Lamb	PLamb@teamsters174.org
IBT Local 348	Attn: Gerard Colant	gerardcolant@sbcglobal.net
IUOE Local 399	Attn: Mike Materson	mmasterson@iuoe399.com
IUOE Local 70	Attn: Drew Brodeen	d.brodeen@iuoe70.org
Steelworkers Local 5852-28	Attn: Rick Benson	rbenson@usw.org
Teamsters 243	Attn: Cinci	cinci@teamsters243.org
Teamsters 705	Attn: Joe Bakes	jbakes@l705ibt.org
Teamsters Local 107	Attn: Shawn Dougherty	sdougherty@teamsters107.com
Teamsters Local 243	Attn: Jim "Cinci" Cianciola	cinci@teamsters243.org
Teamsters Local 688	Attn: Chris Tongay	ctongay@688online.com
UAW 1112	Attn: Ben Strickland	bstrickland@uaw.net
UAW 8275	Attn: Kieran Martin	mkieran7@gmail.com
UFCW Local 880	Attn: Michael Martino	mmartino@ufcwlocal880.com
UFCW Local 881	Attn: Jeffrey Collier	Jeffreycollier@local881ufcw.org
UFCW Local 881	Attn: Jeffrey Collier	Jeffreycollier@local881ufcw.org
UFCW Local 881	Attn: Jeffrey Collier Paul Schaefer	Jeffreycollier@local881ufcw.org; PaulSchaefer@Local881UFCW.org
Workers United SEIU Local 196	Attn: Tanita Williams	tanitawilliams40@yahoo.com
Workers United SEIU Local 512	Attn: Evely Zepeda	ezepeda@wsrjb.org